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Attorneys for Debtors and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

In re:

PG&E CORPORATION,

- and -

**PACIFIC GAS AND ELECTRIC
COMPANY,**

Debtors.

- ☐ Affects PG&E Corporation
☒ Affects Pacific Gas and Electric Company
☐ Affects both Debtors

** All papers shall be filed in the Lead Case,
No. 19-30088 (DM).*

Bankruptcy Case No. 19-30088 (DM)

Chapter 11

(Lead Case) (Jointly Administered)

**DECLARATION OF THEODORE E.
TSEKERIDES IN SUPPORT OF THE
MOTION OF THE UTILITY FOR
LIMITED RELIEF FROM THE
AUTOMATIC STAY TO APPEAL
CERTAIN MATTERS PENDING BEFORE
THE FEDERAL ENERGY REGULATORY
COMMISSION**

Date: June 26, 2019

Time: 9:30 a.m. (Pacific Time)

Place: United States Bankruptcy Court
Courtroom 17, 16th Floor
San Francisco, CA 94102

Objection Deadline: June 19, 2019
4:00 p.m. (Pacific Time)

1 Pursuant to 28 U.S.C. § 1746, I, Theodore E. Tsekerides, hereby declare under the penalty of
2 perjury that the following is true and correct to the best of my knowledge, information, and belief:

3 I am a partner at Weil, Gotshal & Manges LLP, counsel to PG&E Corporation and Pacific Gas
4 and Electric Company (the “**Utility**”) (collectively, “**PG&E**” or the “**Debtors**”) in the above-captioned
5 chapter 11 cases (“**Chapter 11 Cases**”).¹ I respectfully submit this Declaration in support of the
6 *Motion of the Utility for Limited Relief from the Automatic Stay to Appeal Certain Matters Pending*
7 *Before the Federal Energy Regulatory Commission*, filed on the date hereof.

8 As this Court is aware, on January 25 and 28, 2019, the Federal Energy Regulatory
9 Commission (“**FERC**”) entered two substantively similar orders finding that FERC had “concurrent”
10 jurisdiction over the Utility’s rejection decisions in bankruptcy pursuant to section 365 of the
11 Bankruptcy Code. True and correct copies of these orders are attached to this Declaration. *See*
12 *NextEra Energy, Inc. v. Pac. Gas & Elec. Co.*, 166 FERC ¶ 61,049 (Jan. 25, 2019) (the “**NextEra**
13 **Order**”) (attached as **Exhibit 1**); *Exelon Corp. v. Pac. Gas & Elec. Co.*, 166 FERC ¶ 61,053 (Jan. 28,
14 2019) (the “**Exelon Order**”) (attached as **Exhibit 2**).

15 In order to preserve its rights, on February 25, 2019, during the pendency of the Debtors’
16 Chapter 11 Cases, the Utility filed two Requests for Rehearing of the NextEra and Exelon Orders at
17 FERC. True and correct copies of these Requests for Rehearing are attached to this Declaration. *See*
18 *Request for Rehearing, NextEra Energy, Inc. v. Pac. Gas & Elec. Co.*, No. EL19-35-001 (FERC Feb.
19 25, 2019) (attached as **Exhibit 3**); *Request for Rehearing, Exelon Corp. v. Pac. Gas & Elec. Co.*, No.
20 EL19-36-001 (FERC Feb. 25, 2019) (attached as **Exhibit 4**).

21 On March 26, 2019, FERC entered two orders finding that the Utility had timely requested
22 rehearing. True and correct copies of these orders are attached to this Declaration. *See Order Granting*
23 *Rehearing for Further Consideration, NextEra v. Pac. Gas & Elec. Co.*, No. EL19-35-001 (FERC
24 Mar. 26, 2019) (attached as **Exhibit 5**); *Order Granting Rehearing for Further Consideration, Exelon*
25 *Corp. v. Pac. Gas & Elec. Co.*, No. EL19-36-001 (FERC Mar. 26, 2019) (attached as **Exhibit 6**).

26 Most recently, FERC entered a single, consolidated order denying the Utility’s Requests for

27 ¹ Capitalized terms used in this Declaration that are not otherwise defined have the meanings given
28 to them in the Utility’s Motion.

1 Rehearing. A true and correct copy of this order is attached to this Declaration. *See Order Denying*
2 *Rehearing, NextEra Energy, Inc. v. Pac. Gas & Elec. Co.*, Nos. EL19-35-001, EL 19-36-001 (FERC
3 May 1, 2019) (attached as **Exhibit 7**) (together with the other aforementioned FERC orders, the
4 “**FERC Orders**”). Because FERC denied the Utility’s Requests for Rehearing, the Utility now files
5 this Motion as a prophylactic measure to protect its rights to appeal to conclusion the FERC Orders.

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8 Date: June 3, 2019

WEIL, GOTSHAL & MANGES LLP

KELLER & BENVENUTTI LLP

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10
11 /s/ Theodore E. Tsekerides
Theodore E. Tsekerides

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13 *Attorneys for Debtors and Debtors in Possession*
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